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VIA ECFS

August 2, 2007

Marlene H. Dortch Secretary Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554

Re:

Notice of Ex Parte Presentation; Consolidated Application for Authority to Transfer Control of XM Radio Inc. and Sirius Satellite Radio Inc., MB Docket No. 07-57

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), this letter notifies the Commission that on August 1, 2007, Mel Karmazin, Chief Executive Officer, Sirius Satellite Radio Inc. ("Sirius"); Gary Parsons, Chairman of the Board, XM Satellite Radio Holdings Inc. ("XM"); Patrick L. Donnelly, Executive Vice President, General Counsel and Secretary of Sirius; Jeff Blattner, Senior Vice President, Public Policy of XM; Richard Wiley and Robert Pettit of Wiley Rein LLP, counsel for Sirius; and James Barker and I of Latham & Watkins LLP, counsel for XM, met with Monica Desai, Chief of the Media Bureau; Jamila Bess Johnson, Marcia Glauberman, Rosemary Harold, Julie Salovaara, and Royce Sherlock of the Media Bureau: Ann Bushmiller and Joel Rabinovitz of the Office of General Counsel/Transaction Team; and Marilyn Simon of the International Bureau. During this meeting, the participants discussed the a la carte programming offerings and new program packages that Sirius and XM plan to provide as a merged company. These various programming options are described in the attached materials, which were distributed at the meeting. The participants also discussed other aspects of the companies' proposed merger that are discussed in more detail in the companies' Joint Opposition to Petitions to Deny and Reply Comments being filed today.

Respectfully,

/s/ Gary M. Epstein

Gary M. Epstein
Counsel for XM Satellite Radio Holdings Inc.

Enclosures





XM and SIRIUS to Offer A La Carte Programming

Companies' FCC Filing to Detail Array of New Offerings Priced From \$6.99 to \$16.99

SIRIUS CEO Mel Karmazin to Discuss at National Press Club Address Today

NEW YORK, NY and WASHINGTON, DC – July 23, 2007 - SIRIUS Satellite Radio (NASDAQ: SIRI) and XM Satellite Radio (NASDAQ: XMSR) announced today that the merged company will offer American consumers for the first time the opportunity to choose programming on an a la carte basis. This unprecedented offering will provide subscribers with more choices and lower prices and pave the way for a unique form of competition in the entertainment industry—one based on the individual programming preferences of listeners.

Tomorrow, XM and SIRIUS will file their joint reply comments with the Federal Communications Commission (FCC). The filing will include detailed programming and pricing plans, including two a la carte options. One option will allow subscribers to choose 50 channels for just \$6.99 – a 46 percent decrease from the current standard subscription rate of \$12.95. Under this option, customers will also be able to include additional channels for as little as 25 cents each. The second a la carte option will allow subscribers to choose 100 channels and will allow SIRIUS customers to select from some of the best of XM's programming (and XM subscribers to choose from some of the best of SIRIUS' programming).

The combined SIRIUS-XM will also offer several other new programming packages, including two "family-friendly" options, as well. Those choosing one of the "family-friendly" options will be able to block adult-themed programming *and*, for the first time, receive a price credit. These packages will set a new standard in audio entertainment and subscription media, offering lower prices, package options, and "best of both" offerings. The new plans will give consumers the ability to choose from an array of different packages and price points, ranging from \$6.99 – \$16.99. A la carte programming will be available beginning within one year following the merger, and the other programming options will be available beginning within six months following the merger.

"Mel and I are very excited about being able to offer a la carte programming. We think this is going to be great for consumers and great for our business. From the day this transaction was announced, we promised that the merger would enable us to deliver more choices and lower prices for consumers. In our filing tomorrow with the FCC, we will offer detailed plans regarding how we will achieve those goals. These plans will further demonstrate why this merger is overwhelmingly good for consumers and in the public interest," said Gary Parsons, Chairman of XM Satellite Radio.

In total, the companies announced a suite of eight post-merger programming options, all of which adhere to the companies' commitment to maintain and enhance service to existing devices and to ensure that no consumer pays more after the merger for the service they enjoy today.

"The a la carte options and other packages unveiled today demonstrate that consumers will be the beneficiaries of this merger. The efficiencies of the merger will allow the combined companies to save hundreds of millions of dollars a year and give us the opportunity to increase the number of programming options available to subscribers," said Mel Karmazin, CEO of SIRIUS Satellite Radio.

A La Carte Programming

The combined company will offer two a la carte packages. Consumers will select their channels on-line allowing them to easily review the full-range of each company's programming choices. A la carte programming will only be available for subscribers using new radios, which will be developed following approval of the merger.

- A La Carte 50 Channels (\$6.99) Currently the only standard package offered by either company is \$12.95 a month. Under this new option, for only \$6.99 per month a savings of 46 percent consumers will be able to choose either 50 SIRIUS channels from approximately 100 SIRIUS channels or 50 XM channels from approximately 100 XM channels. Additional channels can be added for 25 cents each, with premium packages priced at additional cost. However, no one choosing this option will pay more than \$12.95 a month.
- A La Carte 100 Channels (\$14.99) Consumers may also choose an a la carte offering of 100 channels each. SIRIUS customers will be able to choose from some of the best of XM's programming and XM customers will be able to choose from some of the best of SIRIUS' programming. Today this programming would require two monthly subscriptions, totaling \$25.90. The new 100 channel a la carte option represents a savings of 42 percent.

Best of Both Packages Will Be Available on Existing Radios

Today, if consumers want the best of both XM and SIRIUS, they need two satellite radios and two separate monthly subscriptions totaling \$25.90. Following the merger of SIRIUS and XM, consumers will be able to obtain the best of both SIRIUS and XM, on any of today's satellite radio devices with one monthly subscription. XM customers would continue to receive their existing XM service, and be able to obtain certain SIRIUS programming. SIRIUS customers would continue to receive their existing SIRIUS service, and be able to obtain certain XM programming. This will be available through existing SIRIUS and XM radios at a monthly cost of \$16.99, a savings of 34 percent, compared to what it would cost to receive both services today.

Discounted Family-Friendly Packages

Both companies enable comprehensive channel blocking and parental controls today. After the merger, consumers who purchase a family friendly version of XM Everything or SIRIUS Everything can do so for \$11.95, a credit of \$1.00 per month.

SIRIUS customers will also be able to choose a family-friendly version of SIRIUS programming that includes select XM programming. And XM customers can select a family-friendly XM programming option that includes select SIRIUS programming. These packages will cost \$14.99 per month, a credit of \$2.00 per month from the cost of the "best of" packages. Today, a consumer would have to purchase two subscriptions for \$25.90 to get this combined content.

Get Mostly Music or Just News and Sports and Save 23 Percent

Following the merger, consumers will also have the option of choosing a package of SIRIUS Mostly Music programming or XM Mostly Music programming. Subscribers will also be able to choose a package of SIRIUS News, Sports and Talk programming or XM News, Sports and Talk programming. Each of these packages will be \$9.99 per month, a savings of 23 percent compared to today's standard subscription of \$12.95.

Like What You Have Today? It Will Still Be Here Tomorrow

From day one, SIRIUS and XM have promised that no subscriber will pay more after the merger for a service similar to what they enjoy today and that no existing radio will be made obsolete by the merger. The XM Everything and SIRIUS Everything packages will offer a service similar to that offered today for the standard subscription of \$12.95. Customers who choose to keep the subscription package they have today can continue to do so for \$12.95 per month. Customers who purchase XM Everything and SIRIUS Everything packages will also be able to continue their current \$6.99 multi-receiver subscriptions.

Additional detail on the packages is attached to this news release and available at either www.siriusmerger.com or www.xmmerger.com.

The companies anticipate the merger will close in late 2007.

Summary of XM Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @\$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of SIRIUS)	\$25.90***	\$14.99
XM Everything & Select SIRIUS**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select SIRIUS	Approx. 170	\$25.90***	\$14.99
Family Friendly	Friendly Approx. 160		\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)		\$12.95	\$9.99

^{*}Available only for subscribers using next generation receivers who select channels via the Internet.

^{**}Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

^{***}Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

Summary of SIRIUS Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER	
SIRIUS Everything **	Approx. 130	\$12.95	\$12.95	
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99	
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99	
Everything SIRIUS & Select XM**	Approx. 140	\$25.90***	\$16.99	
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99	
Family Friendly Approx. 120		\$12.95	\$11.95	
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99	
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99	

^{*}Available only for subscribers using next generation receivers who select channels via the Internet.

**Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

^{***}Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

About SIRIUS

SIRIUS, "The Best Radio on Radio," delivers more than 130 channels of the best programming in all of radio. SIRIUS is the original and only home of 100% commercial free music channels in satellite radio, offering 69 music channels. SIRIUS also delivers 65 channels of sports, news, talk, entertainment, traffic, weather and data. SIRIUS is the Official Satellite Radio Partner of the NFL, NASCAR and NBA, and broadcasts live play-by-play games of the NFL and NBA, as well as live NASCAR races. All SIRIUS programming is available for a monthly subscription fee of only \$12.95.

SIRIUS Internet Radio (SIR) is a CD-quality, Internet-only version of the SIRIUS radio service, without the use of a radio, for the monthly subscription fee of \$12.95. SIR delivers more than 75 channels of talk, entertainment, sports, and 100% commercial free music.

SIRIUS products for the car, truck, home, RV and boat are available in more than 25,000 retail locations, including Best Buy, Circuit City, Crutchfield, Costco, Target, Wal-Mart, Sam's Club, RadioShack and at shop.sirius.com.

SIRIUS radios are offered in vehicles from Audi, Bentley, BMW, Chrysler, Dodge, Ford, Infiniti, Jaguar, Jeep(R), Land Rover, Lexus, Lincoln, Mercury, Maybach, Mazda, Mercedes-Benz, MINI, Mitsubishi, Nissan, Rolls Royce, Scion, Toyota, Volkswagen, and Volvo. Hertz also offers SIRIUS in its rental cars at major locations around the country.

Click on <u>www.sirius.com</u> to listen to SIRIUS live, or to purchase a SIRIUS radio and subscription.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance with respect to SIRIUS Satellite Radio Inc. are not historical facts and may be forward-looking and, accordingly, such statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission. Among the significant factors that could cause our actual results to differ materially from those expressed are: our pending merger with XM Satellite Radio Holdings, Inc. ("XM"), including related uncertainties and risks and the impact on our business if the merger is not completed; any events which affect the useful life of our satellites; our dependence upon third parties, including manufacturers of SIRIUS radios, retailers, automakers and programming providers; and our competitive position versus other audio entertainment providers.

About XM

XM is America's number one satellite radio company with more than 8 million subscribers. Broadcasting live daily from studios in Washington, DC, New York City, Chicago, the Country Music Hall of Fame in Nashville, Toronto and Montreal, XM 's 2007 lineup includes more than 170 digital channels of choice from coast to coast: commercial-free music, premier sports, news, talk radio, comedy, children's and entertainment programming; and the most advanced traffic and weather information.

XM, the leader in satellite-delivered entertainment and data services for the automobile market through partnerships with General Motors, Honda, Hyundai, Nissan, Porsche, Subaru, Suzuki and Toyota is available in 140 different vehicle models for 2007. XM's industry-leading products are available at consumer electronics retailers nationwide. For more information about XM hardware, programming and partnerships, please visit http://www.xmradio.com.

Important Additional Information Will be Filed with the SEC

This communication is being made in respect of the proposed business combination involving SIRIUS and XM. In connection with the proposed transaction, SIRIUS plans to file with the SEC a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus and SIRIUS and XM plan to file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of SIRIUS and XM. INVESTORS AND SECURITY HOLDERS OF SIRIUS AND XM ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by SIRIUS and XM through the web site maintained by the SEC at http://www.sec.gov. Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to SIRIUS Satellite Radio Inc., 1221 Avenue of the Americas, New York, NY 10020, Attention: Investor Relations.

SIRIUS, XM and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding SIRIUS' directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007, and its proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on April 23, 2007, and information regarding XM's directors and executive officers is available in XM's Annual Report on Form 10-K, for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007

and its proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 17, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.

SIRIUS

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Joele Frank / Eric Brielmann Joele Frank, Wilkinson Brimmer Katcher 212-355-4449 ebrielmann@joelefrank.com

\mathbf{XM}

Media Relations

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Chance Patterson 202-380-4318 Chance.Patterson@xmradio.com

Summary of Sirius Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE:	MONTHLY PRICE:
		CURRENT	POST-MERGER
Sirius Everything**	Approx. 130	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
Sirius Everything & Select XM**	Approx. 140	\$25.90***	\$16.99
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99
Family Friendly	Approx. 120	\$12.95	\$11.95
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

^{*}Available only for subscribers using next generation receivers who select channels via the Internet.

^{**}Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

^{***}Currently requires two subscriptions.

Sirius Everything

\$12.95



COMMERCIAL FREE MUSIC (59)

Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations
Totally 70s
Big 80s
The Pulse
The Bridge

BBC Radio One

Super Shuffle

Classic Rewind
Classic Vinyl
The Vault
Jam On
Spectrum
Buzzsaw
Octane
Alt Nation
First Wave

Underground Garage

Left of Center Hard Attack Punk

Hair Nation

Lithium

Coffeehouse Disorder Area 33 Boombox Chill The Beat

The Strobe Reggae Hot Jamz Heart and Soul
Soul Town

New Country Prime Country Roadhouse

Outlaw Country Bluegrass

Spirit Praise Planet Jazz Pure Jazz Jazz Café

Spa73 Blues

Broadway's Best Symphony Hall SIRIUS Pops Universo Latino

Rumbon
Band e part
Rock Velours
Energie2
CBC Radio 3
Iceberg Radio

PREMIUM MUSIC (9)

Elvis Marga

Margaritaville Shade 45 Faction

Hip Hop Nation
Back Spin
Sirius Hits 1
Siriusly Sinatra
Metropolitan Opera

SPORTS CHANNELS (7)

Sports Action ESPN Radio ESPNews ESPN Desportes NBA Radio NFL Radio Hardcore Sports

PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR and College sports play by play

TALK AND ENTERTAINMENT (10)

ABC News & Talk
SIRIUS Patriot
SIRIUS Left
Road Dog Trucking
Laugh Break Comedy
NPR Now
NPR Talk
FI

PREMIUM ENTERTAINMENT

Fox News Talk

Maxim

(11)

Howard 100 Howard 101 Martha Stewart COSMO Playboy
Out Q
Sirius Stars
Fox News
Foxxhole
Blue Collar Comedy

Raw Dog Comedy

FAMILY AND KIDS (4)

Lime Radio Disney Kids Stuff Radio Classics

RELIGION (3)

Catholic Channel EWTN Radio Christian Talk

NEWS (13)

CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg

CNBC World Radio Netw. BBC World Service TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego

EMERGENCY (2)

Orlando/Tampa

SIRIUS Weather & Emergency Canada Weather

A La Carte I (Pick Your Own 50) Starting at \$6.99

Optional: Add a Channel-\$.25 each;

Super Premium: Howard Pkg.-\$6.00; Sports Pkg.-\$5.00



COMMERCIAL FREE MUSIC (59)

Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations

Totally 70s
Big 80s

The Pulse
The Bridge
BBC Radio One

Super Shuffle Classic Rewind

Classic Vinyl The Vault

Jam On Spectrum

Buzzsaw Octane

Alt Nation First Wave

Hair Nation Lithium

Underground Garage

Left of Center Hard Attack

Punk
Coffeehouse
Disorder
Area 33
Boombox
Chill

The Beat
The Strobe
Reggae
Hot Jamz

Heart and Soul

New Country Prime Country

Roadhouse Outlaw Country

Bluegrass Spirit

Praise Planet Jazz

Pure Jazz Jazz Café Spa73

Blues Broadway's Best Symphony Hall

SIRIUS Pops
Universo Latino

Rumbon Band e part Rock Velours Energie2

Energie2 CBC Radio 3 Iceberg Radio

SPORTS CHANNELS (7)

Sports Action ESPN Radio ESPNews ESPN Desportes NBA Radio NFL Radio Hardcore Sports

TALK AND ENTERTAINMENT (10)

ABC News & Talk
SIRIUS Patriot
SIRIUS Left
Road Dog Trucking
Laugh Break Comedy
NPR Now
NPR Talk
E!

FAMILY AND KIDS

Lime Radio Disney Kids Stuff Radio Classics

Fox News Talk

Maxim

(4)

RELIGION (3)

Catholic Channel EWTN Radio Christian Talk

NEWS (13)

CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV

Bloomberg

CNBC

World Radio Netw. BBC World Service

TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego
Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather & Emergency Canada Weather

ADD A CHANNEL - \$.25 EACH

Shade 45
Faction
Hip Hop Nation
Back Spin
Siriusly Sinatra
COSMO
Playboy
Out Q
Foxxhole
Blue Collar Comedy
NBA play by play
Martha Stewart

Sirius Stars Fox News

Raw Dog Comedy

Elvis

Margaritaville Sirius Hits 1

Metropolitan Opera

SUPER PREMIUM:

Howard Pkg.-\$6.00 Howard 100 Howard 101

Sports Pkg.-\$5.00 NFL play by play College play by play NASCAR

A La Carte II (Pick Your Own 100)

\$14.99



COMMERCIAL FREE MUSIC (59)

Starlite
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Big 80s
The Pulse
The Bridge
BBC Radio One
Super Shuffle

Classic Rewind
Classic Vinyl
The Vault
Jam On
Spectrum
Buzzsaw
Octane
Alt Nation
First Wave
Hair Nation

Underground Garage

Left of Center Hard Attack Punk

Lithium

Coffeehouse Disorder Area 33 Boombox Chill The Beat

The Strobe Reggae Hot Jamz Heart and Soul
Soul Town

New Country Prime Country Roadhouse

Outlaw Country Bluegrass

Spirit
Praise
Planet Jazz
Pure Jazz
Jazz Café

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Road Dog Trucking
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NPR Now
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PREMIUM ENTERTAINMENT (11)

Maxim

Howard 100 Howard 101 Martha Stewart COSMO Playboy
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Blue Collar Comedy Raw Dog Comedy

FAMILY AND KIDS (4)

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RELIGION (3)

Catholic Channel EWTN Radio Christian Talk

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CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg

CNBC World Radio Netw. BBC World Service TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle

EMERGENCY (2)

Phoenix/San Diego

Orlando/Tampa

SIRIUS Weather & Emergency Canada Weather

XΜ

11 top selections from XM

Sirius Everything & Select XM

\$16.99



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Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations
Totally 70s
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The Pulse
The Bridge
BBC Radio One
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Classic Rewind
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Left of Center Hard Attack Punk

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The Beat
The Strobe

Reggae Hot Jamz Heart and Soul

New Country Prime Country Roadhouse

Outlaw Country Bluegrass

Spirit
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Pure Jazz
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Spa73 Blues

Broadway's Best Symphony Hall SIRIUS Pops Universo Latino

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PREMIUM MUSIC (9)

Elvis Margaritaville Shade 45

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Back Spin Sirius Hits 1 Siriusly Sinatra Metropolitan Opera SPORTS
CHANNELS (7)

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PREMIUM ENTERTAINMENT (11)

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CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg

CNBC World Radio Netw. BBC World Service TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego

EMERGENCY (2)

Orlando/Tampa

SIRIUS Weather & Emergency Canada Weather

ΧM

11 top selections from XM

Mostly Music

\$9.99



COMMERCIAL FREE MUSIC (59)

Starlite Sirius Love Movin' Easy

SIRIUS Gold 60s Vibrations

Totally 70s
Big 80s
The Pulse
The Bridge

BBC Radio One Super Shuffle Classic Rewind

Classic Vinyl The Vault

Jam On Spectrum Buzzsaw

Octane Alt Nation First Wave Hair Nation

Lithium Underground Garage

Left of Center Hard Attack

Punk

Coffeehouse

Disorder Area 33 Boombox

Chill The Beat

The Strobe Reggae Hot Jamz

Heart and Soul

Soul Town New Country

Prime Country Roadhouse

Outlaw Country

Bluegrass Spirit Praise

Planet Jazz Pure Jazz Jazz Café

Spa73 Blues

Broadway's Best

Symphony Hall SIRIUS Pops

Universo Latino Rumbon

Band e part Rock Velours

Energie2 CBC Radio 3

Iceberg Radio

FAMILY AND KIDS

(4)

Lime

Radio Disney Kids Stuff Radio Classics

RELIGION (3)

Catholic Channel EWTN Radio Christian Talk

EMERGENCY (2)

SIRIUS Weather & Emergency

Canada Weather

News, Sports & Talk

\$9.99



SPORTS CHANNELS (7)

Sports Action ESPN Radio

ESPNews

ESPN Desportes NBA Radio

NFL Radio Hardcore Sports

TALK AND ENTERTAINMENT (10)

ABC News & Talk SIRIUS Patriot SIRIUS Left

Road Dog Trucking Laugh Break Comedy

Laugh Breal NPR Now

NPR Talk

E! Fox News Talk

Maxim

FAMILY AND KIDS (4)

Lime Radio Disney

Kids Stuff Radio Classics

NEWS (13)

CNN

CNN Headline CBC Radio One CNN En Espanol Radio Korea

InfoPlus RCI

Premiere Plus

Court TV Bloomberg CNBC

World Radio Netw. BBC World Service

TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV

SF/Seattle Phoenix/San Diego Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather & Emergency Canada Weather

RELIGION (3)

Catholic Channel EWTN Radio Christian Talk

Summary of XM Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @\$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of Sirius)	\$25.90***	\$14.99
XM Everything & Select Sirius**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select Sirius	Approx. 170	\$25.90***	\$14.99
Family Friendly	Approx. 160	\$12.95	\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

^{*}Available only for subscribers using next generation receivers who select channels via the Internet.

^{**}Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

^{***}Currently requires two subscriptions.

XM Everything

\$12.95



COMMERCIAL FREE MUSIC (58)

The '40s The '50s The '60s The '70s The '80s The '90s America X Country **Bluegrass Junction** The Village

The Blend Flight 26 Cinemagic On Broadway U-Pop

U.S. Country

The Heart

Hitlist The Message Spirit Enlighten

Deep Tracks **XMU**

Fred XM Café Top Tracks

Ethel Big Tracks Loft Verge Lucy Soul Street

Suite 62 The Groove The City

The Heat Real Jazz

Watercolors Beyond Jazz High Standards **NEWS (12)**

CNN Headline News

ABC News & Talk

CNN en Espanol

Bloomberg Radio

XM Public Radio

Canada 360

Ouoi de Neuf?

SPORTS (10)

XMSN

MLB Home Plate

XM Sports Guide

Calendar Sportif

KIDS (2)

Radio Disney

PREMIUM

XM Kids

(8)

NHL Home Ice

POTUS '08

CNN

CNBC

BBC

C-SPAN

Bluesville Fine Tuning Audio Visions

Escape The Move **BPM**

Chrome The Chill Fuego Viva Aguila Caliente

Air Musique The Joint Sur la Route XM Classics

Vox XM Pops

PREMIUM MUSIC (10)

XMX

Rhvme

Raw

Willie's Place Highway 16 20 on 20 Boneyard Liquid Metal Squizz **Fungus**

Virus XM Comedy Laugh Attack

Oprah & Friends

ENTERTAINMENT

Take Five Fox News America Right Air America

PLAY-BY-PLAY **SPORTS** (36 DEDICATED)

PGA Tour (1) MLB (15) NHL (5)

College Sports (15)

TALK & **ENTERTAINMENT** (13)

ESPN Radio XM Live **ESPN News** Extreme XM Fox Sports Radio E! IndyCar Sonic Theater XM Deportivo National Lampoon

Radio Classics Talk Radio Fox News Talk The Power

Open Road Radio Parallele

Family Talk

Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville! KISS Mix Sunny WSIX WLW

TRAFFIC, **WEATHER &** ALERTS (21)

Boston New York Philadelphia **Baltimore**

Washington, DC

Pittsburgh Detroit Chicago St. Louis

Minneapolis/St. Paul

Seattle San Francisco Los Angeles San Diego Phoenix Dallas

Houston Atlanta Tampa Orlando

Miami

EMERGENCY & WEATHER (1)

Emergency Alert / Weather Channel

A La Carte I (Pick Your Own 50) Starting at \$6.99

Optional: Add a Channel-\$.25 each; Super Premium: O&A Pkg.-\$3.00; Oprah Pkg.-\$3.00; Sports Pkg.-\$6.00



The '40s Watercolors ESPN News Nashville! XMX The '50s Beyond Jazz Fox Sports Radio IndyCar Mix Highway 16 The '60s High Standards IndyCar Mix Highway 16 The '70s Bluesville XM Deportivo Sunny 20 on 20 The '80s Fine Tuning XMSN WSIX Boneyard The '90s Audio Visions MLB Home Plate America Escape NHL Home Ice Squizz X Country The Move XM Sports Guide TRAFFIC, Fungus Bluegrass Junction BPM Calendar Sportif WEATHER Rhyme U.S. Country The Chill KIDS (2) Boston XM Comedy The Heart Fuego Radio Disney Philadelphia Take Five Flight 26 Aguila XM Kids Baltimore Fox News Cinemagic Caliente Air Musique TALK & ENTERTAINMENT (13) U-Pop The Joint (13) U-Pop The Joint (13) Detroit Chicago Super PREMIUM: Spirit Vox Enlighten XM Pops Sonic Theater Span Deep Tracks XM Café CNN Headline News Fox News Talk Dallas Play by Play Sports Flitel Weston Place KIDS (2) Boston XM Comedy WEATHER & Rhyme ALERTS (21) Raw Washington, D.C America Right Air America O&A Pkg\$3.00 (1) O&A Pkg\$3.00 (1) OPath & Friends Phoenix Play by Play Sports Play Decar Play Byorts Play by Play Sports Play Byorts Play by Play Sports Play Byorts	COMMERCIAL	The Heat	SPORTS (10)	REGIONAL TALK,	ADD A CHANNEL
The '50s Beyond Jazz Fox Sports Radio KISS Willie's Place The '60s High Standards IndyCar Mix Highway 16 The '70s Bluesville XM Deportivo Sunny 20 on 20 The '80s Fine Tuning XMSN WSIX Boneyard The '90s Audio Visions MLB Home Plate America Escape NHL Home Ice Squizz X Country The Move XM Sports Guide Bluegrass Junction BPM Calendar Sportif ALERTS (21) Raw U.S. Country The Chill KIDS (2) Boston XM Comedy The Heart Fuego Radio Disney Philadelphia Take Five Flight 26 Aguila XM Kids Baltimore Fox News Cinemagic Caliente U.Pop The Joint (13) Detroit The Message XM Classics Extreme XM Minneapolis/St. Paul Spirit Vox Pox Ell Sonic Theater National Lampoon Deep Tracks XM Café CNN Headline News Fox News Talk The Power Houston Pkg-56.00 (36) Flag by Play Sports Flitel	FREE MUSIC (58)	Real Jazz	ESPN Radio	NEWS & MUSIC (6)	- \$.25 EACH
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X CountryThe MoveXM Sports GuideTRAFFIC, WEATHER & RhymeBluegrass JunctionBPMCalendar SportifWEATHER & RhymeThe VillageChromeBostonXM ComedyU.S. CountryThe ChillKIDS (2)BostonXM ComedyThe HeartFuegoRadio DisneyPhiladelphiaTake FiveFlight 26AguilaXM KidsBaltimoreFox NewsCinemagicCalienteWashington, DCAmerica RightOn BroadwayAir MusiqueTALK & PittsburghAir AmericaU-PopThe JointDetroitDetroitHitlistSur la RouteXM LiveSt. LouisO&A Pkg\$3.00 (1)SpiritVoxElSeattleO&A - VirusEnlightenXM PopsSonic TheaterSan FranciscoOprah Pkg\$3.00Deep TracksNEWS (12)Radio ClassicsSan DiegoOprah Pkg\$3.00XMUNEWS (12)Radio ClassicsSan DiegoOprah & FriendsTop TracksABC News & TalkThe PowerDallasPlay by Play SportsFithelHoustonPkg\$6.00 (36)	The '90s	Audio Visions	MLB Home Plate	WLW	Liquid Metal
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Flight 26 Aguila Cinemagic Cinemagic Con Broadway Air Musique U-Pop The Joint Hitlist Sur la Route Spirit Folighten Spirit Folighten Deep Tracks XM Pops Tred CNN Fred CNN Talk Radio CNN Fred CNN Talk Radio CNN Fred CNN Fox News Talk Fox News Talk ABC News & Talk The Power AMC Africater Washington, DC Washington, DC America Right Abc News Chicago St. Louis Chicago St. Louis Ochicago Super PREMIUM: Chicago St. Louis Ochicago Super PREMIUM: Chicago St. Louis Ochicago Super Premium Air America Pittsburgh Air America America Right Air America Pittsburgh Air America Pittsburgh Air America Pittsburgh Air America Pittsburgh Air America Detroit Chicago Super PREMIUM: Chicago Super PREMIUM: Sal Chicago Super PREMIUM: Chicago Super Premium Air America Pittsburgh Air America Pittsburgh Air America Potroit Chicago Super Premium Air America Pittsburgh Air America Potroit Chicago Super Premium Air America Pittsburgh Air Americ	The Heart	Fuego			Laugh Attack
Cinemagic Caliente Washington, DC America Right On Broadway Air Musique ENTERTAINMENT U-Pop The Joint (13) Hitlist Sur la Route XM Live St. Louis Spirit Vox Ell Sonic Theater Deep Tracks XM Pops Deep Tracks XMU NEWS (12) Fred CNN Talk Radio Top Tracks ABC News & Talk ABC News & Talk TALK & Pittsburgh Air America Washington, DC Mashington, DC America Right Air America St. Louis Chicago SUPER PREMIUM: Air America Washington, DC America Right Air America Obetroit Chicago St. Louis Air America Obetroit Chicago St. Louis St. Louis O&A Pkg\$3.00 (1) O&A – Virus Oprah Pkg\$3.00 (1) Oprah Pkg\$3.00 (1) Oprah Pkg\$3.00 (1) Oprah & Friends Play by Play Sports Pkg-\$6.00 (36)	The Blend	Viva	ŕ	•	Take Five
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E! Seattle Deep Tracks XM Pops Sonic Theater Deep Tracks XMU NEWS (12) Radio Classics Fred CNN Talk Radio XM Café Top Tracks ABC News & Talk E! Seattle San Francisco Los Angeles (1) San Diego Oprah Pkg\$3.00 (1) San Diego Oprah & Friends Phoenix Dallas Play by Play Sports Pkg-\$6.00 (36)	The Message	XM Classics			O&A Pkg\$3.00 (1)
Deep Tracks XMU NEWS (12) Fred CNN Talk Radio CNN Headline News Top Tracks ABC News & Talk The Power San Francisco Los Angeles San Francisco Los Angeles San Diego Oprah Pkg\$3.00 (1) San Diego Oprah & Friends Phoenix Dallas Play by Play Sports Pkg-\$6.00 (36)	· ·	Vox		•	O&A – Virus
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XMU NEWS (12) Radio Classics CNN Talk Radio Classics San Diego Oprah & Friends XM Café CNN Headline News Fox News Talk Top Tracks ABC News & Talk The Power Houston Pkg-\$6.00 (36)	,				Oprah Pkg\$3.00
XM Café CNN Headline News Fox News Talk Top Tracks ABC News & Talk The Power Talk Radio Phoenix Dallas Play by Play Sports Houston Pkg-\$6.00 (36)	XMU	NEWS (12)	•	-	
CNN Headline News Fox News Talk Top Tracks ABC News & Talk The Power Houston Play by Play Sports Houston Pkg-\$6.00 (36)		CNN	Talk Radio	_	Oprah & Friends
ABC News & Talk The Power Houston Pkg-\$6.00 (36)		CNN Headline News	Fox News Talk		
	•	ABC News & Talk	The Power		
CNN en Espanol Family Talk	Ethel	CNN en Espanol	Family Talk		-
Big Tracks Atlanta MLB, PGA, NHL and College Sports		CNBC	•		
Bloomberg Radio Radio Parallele		Bloomberg Radio	Radio Parallele	•	College Sports
Verge POTUS '08 Reach MD		POTUS '08	Reach MD		
Lucy BBC Miami	_	BBC		<i>i</i> viiami	
Soul Street C-SPAN Suite 62 EMERGENCY &		C-SPAN		EAAEDCENICV 9.	
XM Public Radio WEATHER (1)		XM Public Radio			
Ine Groove Canada 360 Emergency Alert /		Canada 360			
The City Quoi de Neuf? Weather Channel	The City	Quoi de Neuf?		0 ,	

A La Carte II (Pick Your Own 100)

\$14.99



COMMERCIAL FREE MUSIC (58)

The '40s The '50s The '60s The '70s The '80s The '90s America X Country **Bluegrass Junction**

The Village U.S. Country The Heart The Blend Flight 26 Cinemagic On Broadway U-Pop

Hitlist The Message Spirit Enlighten Deep Tracks **XMU** Fred

XM Café Top Tracks Ethel Big Tracks Loft Verge Lucy Soul Street Suite 62 The Groove

The City

The Heat Real Jazz

Watercolors Beyond Jazz High Standards Bluesville

Fine Tuning **Audio Visions**

Escape The Move **BPM** Chrome The Chill

Fuego Viva Aguila Caliente Air Musique The Joint Sur la Route XM Classics

Vox XM Pops

PREMIUM MUSIC (10)

XMX Willie's Place Highway 16 20 on 20 Boneyard Liquid Metal Squizz **Fungus**

Rhyme

Raw

Virus XM Comedy Laugh Attack Oprah & Friends

NEWS (12) CNN

CNN Headline News ABC News & Talk CNN en Espanol

CNBC

Bloomberg Radio POTUS '08

BBC C-SPAN

XM Public Radio Canada 360

Quoi de Neuf?

SPORTS (10)

ESPN Radio ESPN News Fox Sports Radio IndyCar XM Deportivo **XMSN** MLB Home Plate

NHL Home Ice XM Sports Guide Calendar Sportif

KIDS (2)

Radio Disney XM Kids

PREMIUM ENTERTAINMENT (8)

KISS Mix Sunny

Take Five Fox News

America Right

Air America

PLAY-BY-PLAY **SPORTS** (36 DEDICATED)

PGA Tour (1) MLB (15) NHL (5)

College Sports (15)

TALK & ENTERTAINMENT (13)

XM Live Extreme XM

F!

Sonic Theater National Lampoon Radio Classics Talk Radio Fox News Talk

The Power

Family Talk Open Road

Radio Parallele

Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville!

WSIX WIW

TRAFFIC, **WEATHER &** ALERTS (21)

Boston New York Philadelphia **Baltimore**

Washington, DC

Pittsburgh Detroit Chicago

St. Louis Minneapolis/St. Paul

Seattle San Francisco

Los Angeles San Diego Phoenix Dallas

Houston Atlanta

Tampa Orlando Miami

EMERGENCY & WEATHER (1)

Emergency Alert / Weather Channel

SELECT SIRIUS

11 top selections from Sirius

XM Everything & Select Sirius

\$16.99

The City



			<u> </u>	
COMMERCIAL FREE MUSIC (58)	The Heat Real Jazz	NEWS (12)	Take Five Fox News	TRAFFIC, WEATHER &
The '40s	Watercolors	CNN	America Right	ALERTS (21)
The '50s	Beyond Jazz	CNN Headline News	Air America	Boston
The '60s	High Standards	ABC News & Talk	All Allienca	New York
The '70s	Bluesville	CNN en Espanol	DI AV DV DI AV	Philadelphia
The '80s	Fine Tuning	CNBC	PLAY-BY-PLAY SPORTS	Baltimore
The '90s	Audio Visions	Bloomberg Radio	(36 DEDICATED)	Washington, DC
America		POTUS '08	PGA Tour (1)	Pittsburgh
X Country	Escape The Move	BBC	MLB (15)	Detroit
Bluegrass Junction	BPM	C-SPAN	NHL (5)	Chicago
The Village	Chrome	XM Public Radio	College Sports (15)	St. Louis
U.S. Country	The Chill	Canada 360	comege sports (10)	Minneapolis/St. Paul
The Heart		Quoi de Neuf?	TALK &	Seattle
The Blend	Fuego Viva		ENTERTAINMENT	San Francisco
Flight 26		SPORTS (10)	(13)	Los Angeles
	Aguila Caliente	ESPN Radio	XM Live	San Diego
Cinemagic On Broadway		ESPN News	Extreme XM	Phoenix
U-Pop	Air Musique The Joint	Fox Sports Radio	E!	Dallas
Hitlist	Sur la Route	IndyCar	Sonic Theater	Houston
The Message	XM Classics	XM Deportivo	National Lampoon	Atlanta
Spirit	Vox	XMSN	Radio Classics	Tampa
Enlighten	XM Pops	MLB Home Plate	Talk Radio	Orlando
Deep Tracks	AIVI FOPS	NHL Home Ice	Fox News Talk	Miami
XMU		XM Sports Guide	The Power	
Fred	PREMIUM MUSIC (10)	Calendar Sportif	Family Talk	EMERGENCY &
XM Café			Open Road	WEATHER (1)
Top Tracks	XMX	KIDS (2)	Radio Parallele	Emergency Alert /
Ethel	Willie's Place	Radio Disney	Reach MD	Weather Channel
	Highway 16	XM Kids		
Big Tracks Loft	20 on 20	AM Nus	REGIONAL TALK,	SELECT SIRIUS
	Boneyard	DDF4411144	NEWS & MUSIC (6)	11 top selections
Verge	Liquid Metal	PREMIUM ENTERTAINMENT	Nashville!	from Sirius
Lucy Soul Street	Squizz	(8)	KISS	
Suite 62	Fungus	Virus	Mix	
	Rhyme	XM Comedy	Sunny	
The Groove	Raw	· · · · · · · · · · · · · · · · · · ·		

Laugh Attack

Oprah & Friends

WSIX

WLW

Mostly Music

\$9.99

The '40s

The '50s



COMMERCIAL FREE MUSIC (58)

L The City
(58) The Heat
Real Jazz
Watercolors

The '60s Beyond Jazz
The '70s High Standards
The '80s Bluesville

The '90s Fine Tuning
America Audio Visions

X Country Escape **Bluegrass Junction** The Move The Village врм U.S. Country Chrome The Heart The Chill The Blend Fuego Flight 26 Viva Cinemagic Aguila On Broadway Caliente U-Pop Air Musique Hitlist The Joint The Message Sur la Route Spirit XM Classics

Enlighten Deep Tracks

XMU

Fred

XM Café

Top Tracks
Ethel

Big Tracks
Loft

Verge

Nashville!

Mix

Sunny

WSIX

WEW

Lucy

Soul Street

Suite 62 The Groove KIDS (2)

Vox

XM Pops

MORE MUSIC (5)

Radio Disney XM Kids **RELIGION (1)**

Family Talk

EMERGENCY & WEATHER (1)

Emergency Alert / Weather Channel

News, Sports & Talk \$9.99



NEWS (12)

CNN

CNN Headline News ABC News & Talk

CNN en Espanol

CNBC

Bloomberg Radio

POTUS '08

BBC

C-SPAN

XM Public Radio

Canada 360

Quoi de Neuf?

SPORTS (10)

ESPN Radio ESPN News

Fox Sports Radio

XMSN

IndyCar

XM Deportivo

MLB Home Plate

NHL Home Ice

XM Sports Guide

Calendar Sportif

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KIDS (2)

Radio Disney

XM Kids

TALK AND ENTERTAINMENT (15)

XM Live

Extreme XM

Take Five

E!

Sonic Theater

National Lampoon

Radio Classics

Talk Radio

America Right

Air America

Fox News Talk

The Power

Open Road

Radio Parallele

Reach MD

TRAFFIC, WEATHER AND ALERTS (22)

Boston

New York

Philadelphia

Baltimore

Washington, DC

Pittsburgh

Detroit

Chicago

St. Louis

Minneapolis/St. Paul

Seattle

San Francisco

Los Angeles

San Diego

Phoenix

Dallas

Houston

Atlanta

Tampa

Orlando

Miami

EMERGENCY & WEATHER (1)

Emergency Alert / Weather Channel

RELIGION (1)

Family Talk